GIS
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Wayne County (6)

Contract Agreement

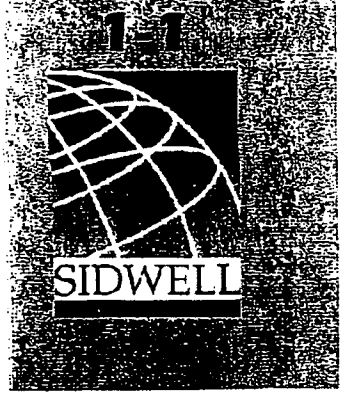
This agreement entered into this _____ day of _____, 2006, between The Sidwell Company, St. Charles, Illinois, hereinafter called "Sidwell," party of the first part, and Wayne County, Indiana, a government entity, hereinafter called "the County," party of the second part, witnesseth:

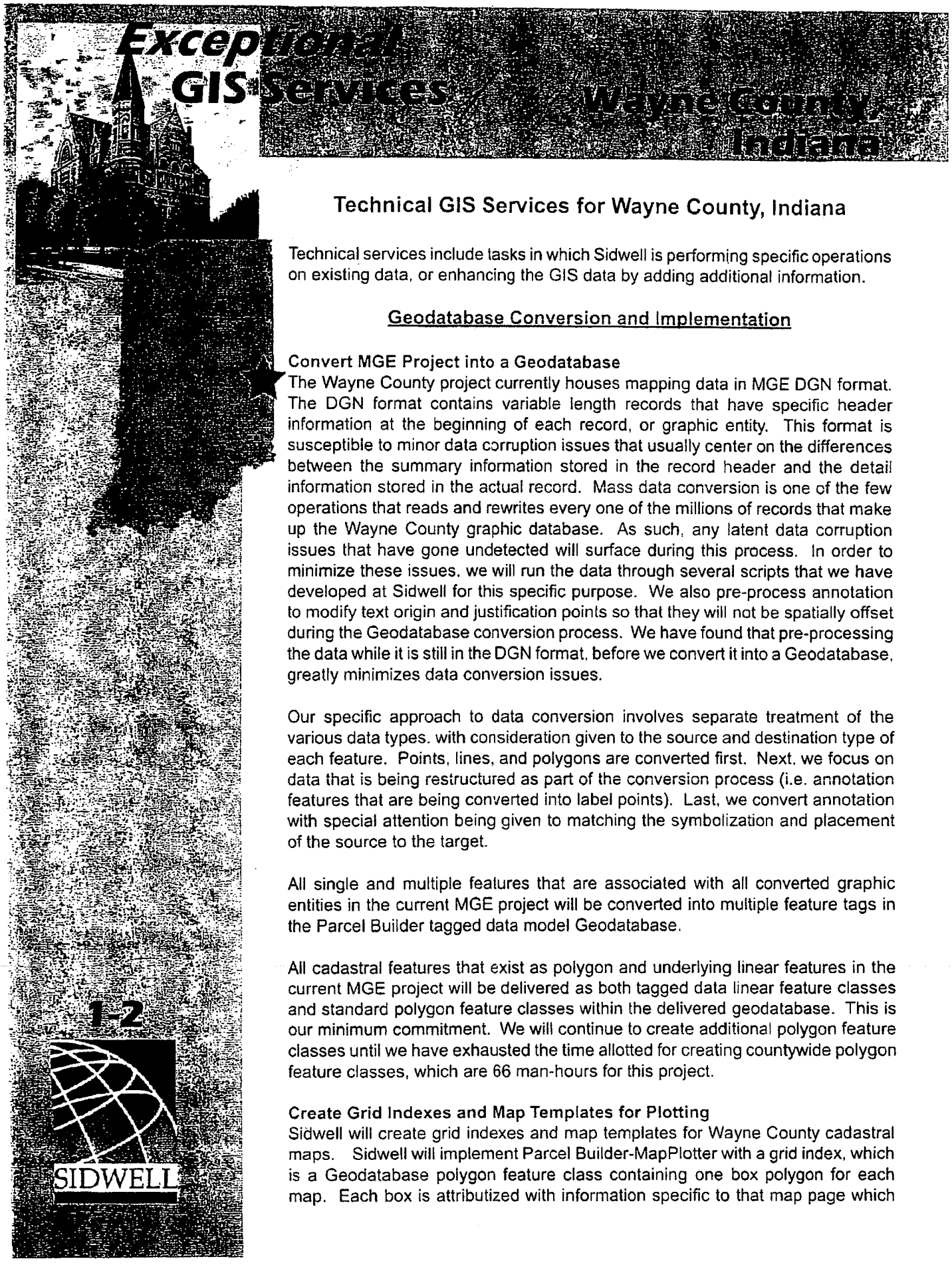
That whereas, The Sidwell Company is in the business of providing professional GIS services for various governmental agencies in the United States; and

Whereas, the County is desirous of having The Sidwell Company provide professional GIS services.

Now, therefore, in consideration of the mutual agreements hereinafter made, the recitals of fact hereinabove set forth, and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree as follows:

The Sidwell Company will perform the services described in the scope of services that follows.





Technical GIS Services for Wayne County, Indiana

Technical services include tasks in which Sidwell is performing specific operations on existing data, or enhancing the GIS data by adding additional information.

Geodatabase Conversion and Implementation

Convert MGE Project into a Geodatabase

The Wayne County project currently houses mapping data in MGE DGN format. The DGN format contains variable length records that have specific header information at the beginning of each record, or graphic entity. This format is susceptible to minor data corruption issues that usually center on the differences between the summary information stored in the record header and the detail information stored in the actual record. Mass data conversion is one of the few operations that reads and rewrites every one of the millions of records that make up the Wayne County graphic database. As such, any latent data corruption issues that have gone undetected will surface during this process. In order to minimize these issues, we will run the data through several scripts that we have developed at Sidwell for this specific purpose. We also pre-process annotation to modify text origin and justification points so that they will not be spatially offset during the Geodatabase conversion process. We have found that pre-processing the data while it is still in the DGN format, before we convert it into a Geodatabase, greatly minimizes data conversion issues.

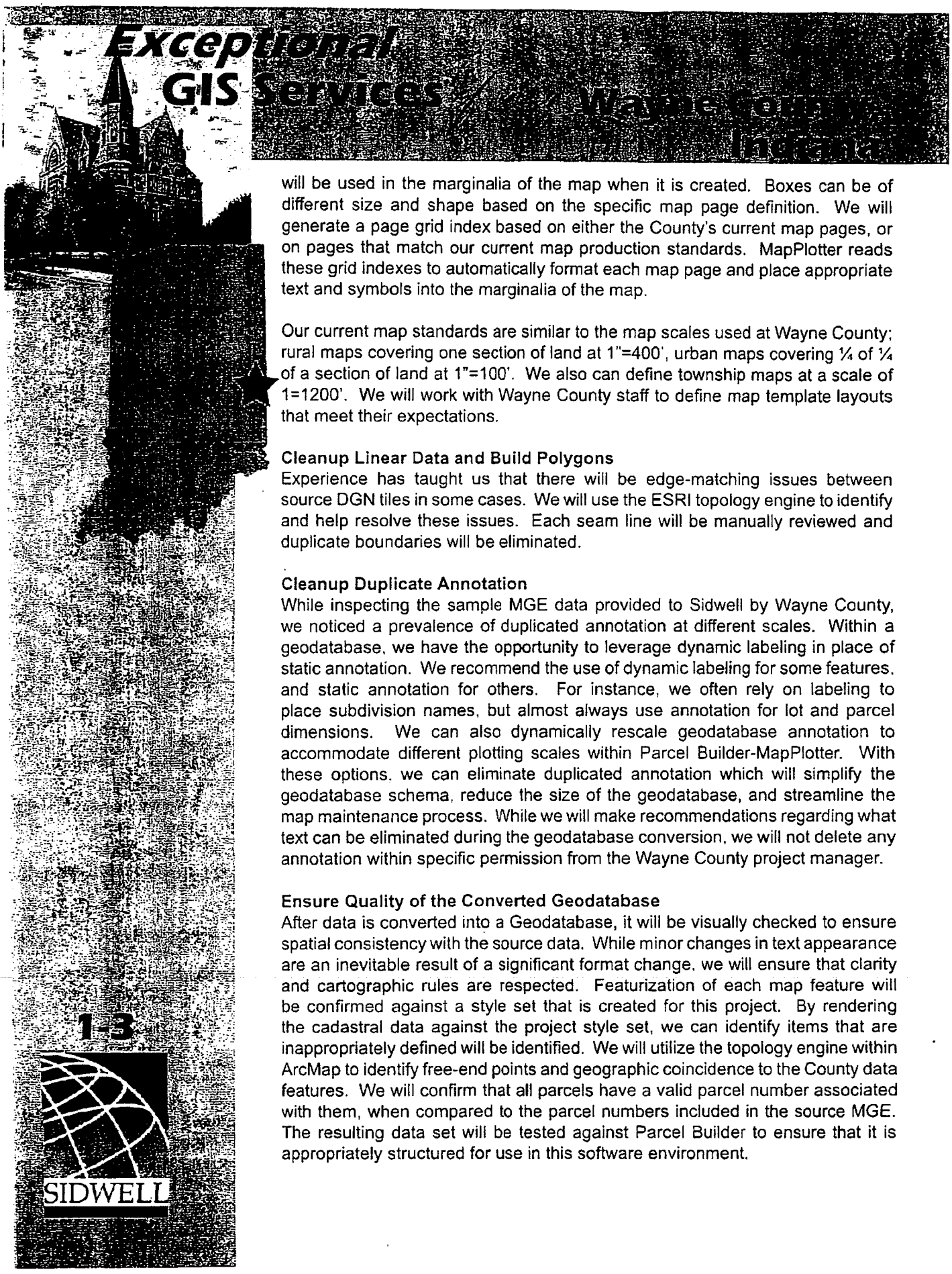
Our specific approach to data conversion involves separate treatment of the various data types, with consideration given to the source and destination type of each feature. Points, lines, and polygons are converted first. Next, we focus on data that is being restructured as part of the conversion process (i.e. annotation features that are being converted into label points). Last, we convert annotation with special attention being given to matching the symbolization and placement of the source to the target.

All single and multiple features that are associated with all converted graphic entities in the current MGE project will be converted into multiple feature tags in the Parcel Builder tagged data model Geodatabase.

All cadastral features that exist as polygon and underlying linear features in the current MGE project will be delivered as both tagged data linear feature classes and standard polygon feature classes within the delivered geodatabase. This is our minimum commitment. We will continue to create additional polygon feature classes until we have exhausted the time allotted for creating countywide polygon feature classes, which are 66 man-hours for this project.

Create Grid Indexes and Map Templates for Plotting

Sidwell will create grid indexes and map templates for Wayne County cadastral maps. Sidwell will implement Parcel Builder-MapPlotter with a grid index, which is a Geodatabase polygon feature class containing one box polygon for each map. Each box is attributized with information specific to that map page which



will be used in the marginalia of the map when it is created. Boxes can be of different size and shape based on the specific map page definition. We will generate a page grid index based on either the County's current map pages, or on pages that match our current map production standards. MapPlotter reads these grid indexes to automatically format each map page and place appropriate text and symbols into the marginalia of the map.

Our current map standards are similar to the map scales used at Wayne County; rural maps covering one section of land at 1"=400', urban maps covering ¼ of ¼ of a section of land at 1"=100'. We also can define township maps at a scale of 1=1200'. We will work with Wayne County staff to define map template layouts that meet their expectations.

Cleanup Linear Data and Build Polygons

Experience has taught us that there will be edge-matching issues between source DGN tiles in some cases. We will use the ESRI topology engine to identify and help resolve these issues. Each seam line will be manually reviewed and duplicate boundaries will be eliminated.

Cleanup Duplicate Annotation

While inspecting the sample MGE data provided to Sidwell by Wayne County, we noticed a prevalence of duplicated annotation at different scales. Within a geodatabase, we have the opportunity to leverage dynamic labeling in place of static annotation. We recommend the use of dynamic labeling for some features, and static annotation for others. For instance, we often rely on labeling to place subdivision names, but almost always use annotation for lot and parcel dimensions. We can also dynamically rescale geodatabase annotation to accommodate different plotting scales within Parcel Builder-MapPlotter. With these options, we can eliminate duplicated annotation which will simplify the geodatabase schema, reduce the size of the geodatabase, and streamline the map maintenance process. While we will make recommendations regarding what text can be eliminated during the geodatabase conversion, we will not delete any annotation within specific permission from the Wayne County project manager.

Ensure Quality of the Converted Geodatabase

After data is converted into a Geodatabase, it will be visually checked to ensure spatial consistency with the source data. While minor changes in text appearance are an inevitable result of a significant format change, we will ensure that clarity and cartographic rules are respected. Featurization of each map feature will be confirmed against a style set that is created for this project. By rendering the cadastral data against the project style set, we can identify items that are inappropriately defined will be identified. We will utilize the topology engine within ArcMap to identify free-end points and geographic coincidence to the County data features. We will confirm that all parcels have a valid parcel number associated with them, when compared to the parcel numbers included in the source MGE. The resulting data set will be tested against Parcel Builder to ensure that it is appropriately structured for use in this software environment.

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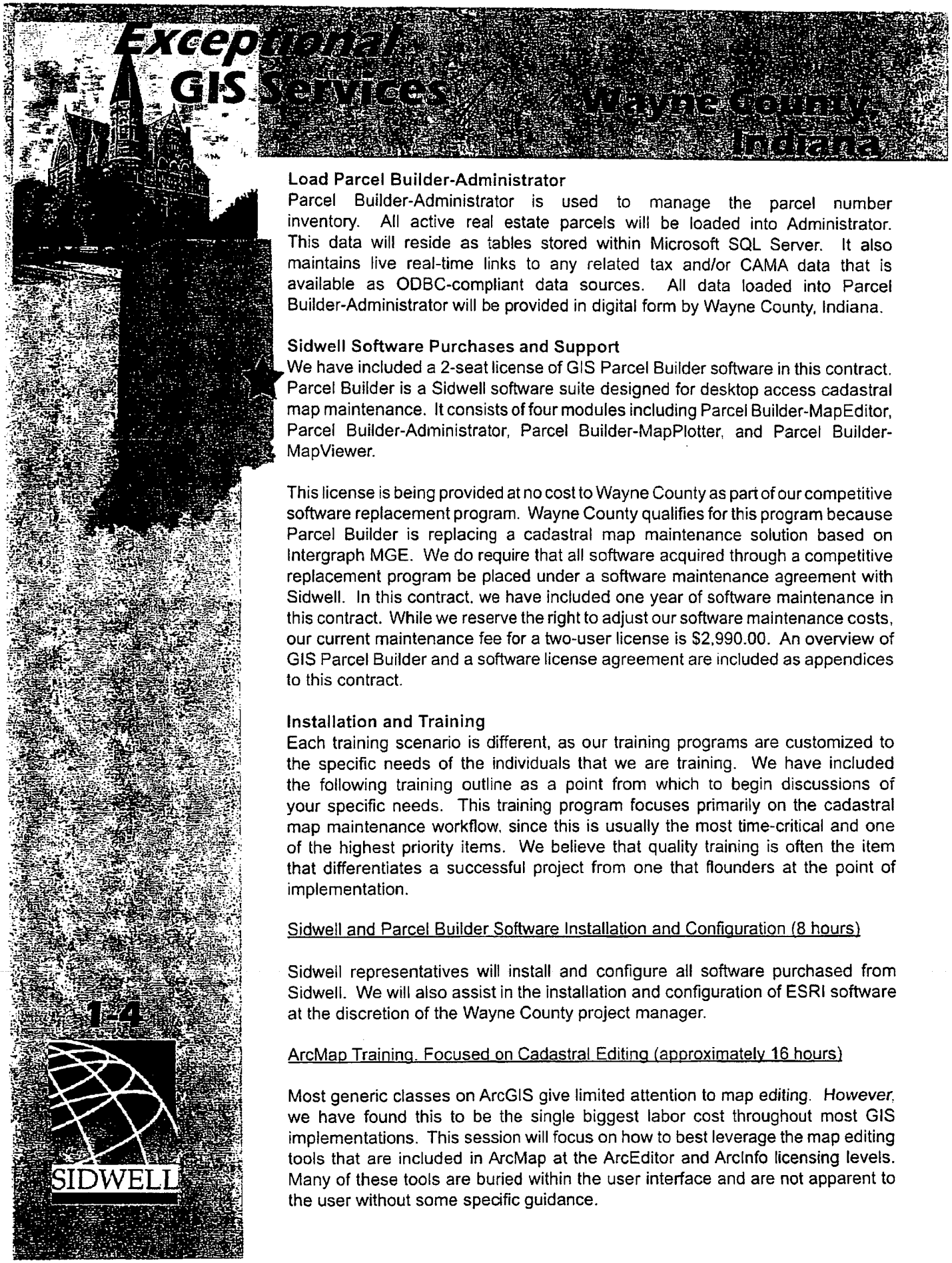

Load Parcel Builder-Administrator

Parcel Builder-Administrator is used to manage the parcel number inventory. All active real estate parcels will be loaded into Administrator. This data will reside as tables stored within Microsoft SQL Server. It also maintains live real-time links to any related tax and/or CAMA data that is available as ODBC-compliant data sources. All data loaded into Parcel Builder-Administrator will be provided in digital form by Wayne County, Indiana.

Sidwell Software Purchases and Support

We have included a 2-seat license of GIS Parcel Builder software in this contract. Parcel Builder is a Sidwell software suite designed for desktop access cadastral map maintenance. It consists of four modules including Parcel Builder-MapEditor, Parcel Builder-Administrator, Parcel Builder-MapPlotter, and Parcel Builder-MapViewer.

This license is being provided at no cost to Wayne County as part of our competitive software replacement program. Wayne County qualifies for this program because Parcel Builder is replacing a cadastral map maintenance solution based on Intergraph MGE. We do require that all software acquired through a competitive replacement program be placed under a software maintenance agreement with Sidwell. In this contract, we have included one year of software maintenance in this contract. While we reserve the right to adjust our software maintenance costs, our current maintenance fee for a two-user license is $2,990.00. An overview of GIS Parcel Builder and a software license agreement are included as appendices to this contract.

Installation and Training

Each training scenario is different, as our training programs are customized to the specific needs of the individuals that we are training. We have included the following training outline as a point from which to begin discussions of your specific needs. This training program focuses primarily on the cadastral map maintenance workflow, since this is usually the most time-critical and one of the highest priority items. We believe that quality training is often the item that differentiates a successful project from one that flounders at the point of implementation.

Sidwell and Parcel Builder Software Installation and Configuration (8 hours)

Sidwell representatives will install and configure all software purchased from Sidwell. We will also assist in the installation and configuration of ESRI software at the discretion of the Wayne County project manager.

ArcMap Training, Focused on Cadastral Editing (approximately 16 hours)

Most generic classes on ArcGIS give limited attention to map editing. *However*, we have found this to be the single biggest labor cost throughout most GIS implementations. This session will focus on how to best leverage the map editing tools that are included in ArcMap at the ArcEditor and ArcInfo licensing levels. Many of these tools are buried within the user interface and are not apparent to the user without some specific guidance.

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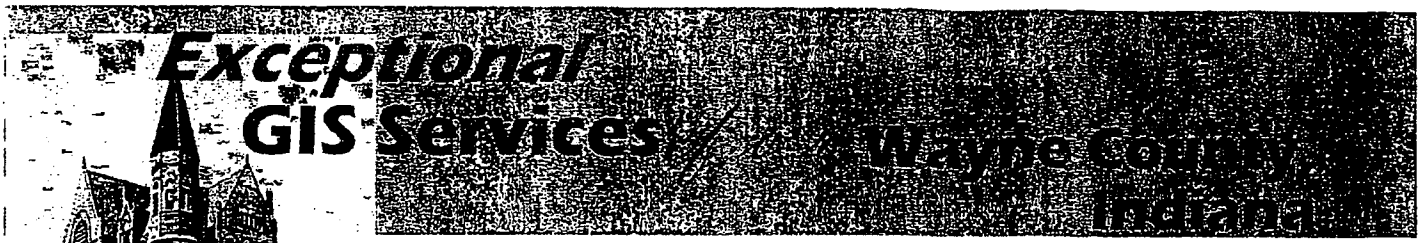

This training does not replace ESRI authorized training. ArcGIS I and II are excellent classes that can be provided by Sidwell or by ESRI. We do have an authorized ArcGIS I trainer on staff, and an established contract relationship with an ArcGIS II trainer who provides this service for us. Our custom training focuses on the specific uses and needs of those who use the cadastral map Geodatabase on a regular basis.

This training will cover the use of ArcGIS, with a concentration on County applications and workflows that are specific to your needs. We will focus on how to leverage your new Geodatabase with your existing databases (such as tax data) to convey information and help solve problems at the County. We will cover the contents of the Geodatabase provided by Sidwell, and the use of ArcCatalog, ArcMap, and Arc Toolbox. Special attention will be given to tools that we see being used most often in county applications, such as topology, spatial adjustment, attribute transfer, and projection definition.

Cadastral Editing in Parcel Builder (approximately 24 hours)

We will build upon the knowledge of the ArcMap editing tools by introducing Parcel Builder-MapEditor, which adds many additional editing tools to ArcMap. Our focus will be on establishing workflows that utilize combinations of ESRI tools and Parcel Builder tools to increase the efficiency of the map editing process. We will begin with some standard exercises developed at Sidwell, and then move into some actual map maintenance based on your data set and your incoming land record documents. We will tailor this training to the cadastral mapping practices adopted by Wayne County.

Map Editing Advanced Training (approximately 16 hours)

This session will focus on specific tasks associated with advanced cadastral map maintenance and will not follow a defined curriculum. Instead, the focus will be on practical application of the training concepts already in place, within the context of the map maintenance workflow. After completion of the previous map editing training session, we will ask the County to begin performing map maintenance with the selected tool kit for a period of approximately two weeks. During that time, we would ask that they set aside all plats, splits, and consolidations that prove to be problematic or unusually difficult. During this session, we will work through these map edits with the staff. This training class will be taught by one of Sidwell's senior GIS technicians. We have found that this approach is very effective in filling holes in the knowledge base of the trainees and helps them to build confidence in their own mapping capabilities.

Training on Parcel Builder-Administrator (approximately 8 hours)

We will focus on the use of Parcel Builder-Administrator to manage the parcel number inventory within the County. We will start with the basic operations of splitting, consolidating, and retiring parcels, and then move on to more complex workflows such as condominiums and reporting. This training will also focus on the customization of Parcel Builder-Administrator to make it fit the specific workflows adopted by Wayne County.

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Training on Parcel Builder-MapPlotter (approximately 8 hours)

This session will focus on the use of Parcel Builder-MapPlotter to create standard hard copy cadastral maps using the County's plotting and printing equipment. We will then focus on how to modify these maps and create new map series to satisfy the needs of various user groups within the County.

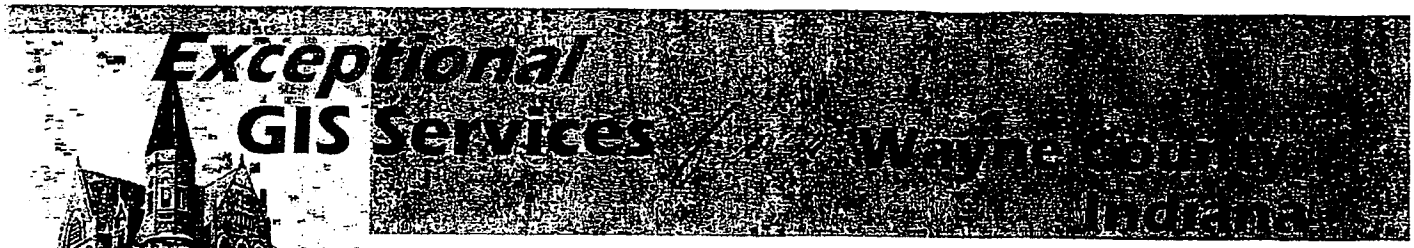
Optional Software and Service

Parcel Builder-Administrator/ProVal Connectivity Plug-in

Sidwell and Manatron have worked together to create a seamless workflow for parcel number administration between our respective software applications. This integration requires installation of a specific build of ProVal and a plug-in extension to Parcel Builder-Administrator.

This extension provides two benefits to the mappers. First, when a parcel is created in Parcel Builder-Administrator and associated with the GIS, the parcel number is automatically sent to the ProVal Work Management module, from which it can be activated as a live parcel without any duplicate parcel number entry. Second, this extension makes a user defined subset of the relevant ProVal data available within Parcel Builder for any active parcel as a read-only view. These functions work together to ensure that the GIS map maintenance technicians and CAMA data entry personnel are working with the same data in real time.

We cannot address the possible cost impact for acquiring the ProVal portion of this connectivity from Manatron. However, two licenses of the Sidwell component have been included as an option to this contract. We have also included one full day of on site support to install, test, and train county staff on the use of the integrated Parcel Builder/ProVal parcel number administration workflow.



ArcSDE Implementation

Implementation of ArcSDE is a complicated task that is critical to the success of the Wayne County project. Sidwell has two individuals on staff that have completed ESRI ArcSDE training, in addition to a former ESRI ArcSDE trainer. We extensively use ArcSDE to support our own production departments and have successfully implemented ArcSDE in several countywide projects.

Many counties use ArcSDE to warehouse GIS data. While the benefits of this use of ArcSDE are significant, the true power of ArcSDE is unleashed when a multi-versioned multi-user editing environment is designed around ArcSDE. Our implementation will focus on the latter. We will also focus on tuning ArcSDE to provide optimal performance. Just because ArcSDE is running does not mean that it is running under its most efficient configuration. We will work with Wayne County technical staff to ensure that you are getting the most out of your ArcSDE editing environment.

We have included 6½ days of on-site work over 2 trips to Wayne County focused on ArcSDE implementation. We will perform the following tasks to ensure a smooth ArcSDE implementation at Wayne County.

ArcSDE Configuration and Data Loading

Sidwell technical personnel will install and configure ArcSDE at Wayne County. All related computing infrastructure is the responsibility of Wayne County. Our staff will require administrative access to the server upon which ArcSDE is installed, and to Microsoft SQL Server. We have not included any software in this portion of the contract. All required software will be provided by Wayne County.

All data that has been converted into Geodatabase format by Sidwell will be loaded onto the ArcSDE enterprise Geodatabase at Wayne County. We will also train Wayne County staff on how to load other data sets into the Geodatabase. All data sets will be tested and optimized for performance within ArcSDE.

Load Raster Data into ArcSDE

ArcSDE has the unique ability to manage raster data in addition to vector and tabular information, including tools designed for loading and managing large orthophoto data sets. Several key decisions need to be made during this loading process that will determine the performance of the system once the data is loaded. We will work with the County to establish these parameters and to demonstrate some effective strategies for loading orthophotography into ArcSDE. Sidwell staff will create script files that will load orthophotography from TIF images into the ArcSDE raster database. Success of this process is dependent upon the health of the source TIF image files. Sidwell is committed to identifying any issues with existing image files. Image repair, if required, will be performed at an additional cost.

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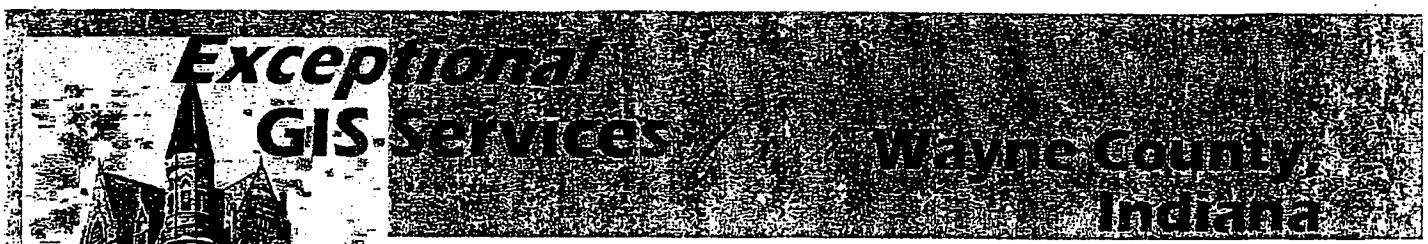

Security Configuration

The goals and parameters of the security configurations for ArcSDE will be determined by the County. We will work with County personnel to implement these rules on ArcSDE and to establish users with ArcSDE administrative, editor, and viewer security rights. These user accounts can serve as models that can be used by the local ArcSDE administrator to establish additional user accounts as the system expands. The process and recommended rules pertaining to ArcSDE security will be explained during this process.

Versioning Model Consulting and Implementation

ArcSDE administration involves the establishment, management, and scheduled reconciliation of various versions of the live Geodatabase. Several workflow decisions need to be made that will determine which model is most appropriate for this installation. There is no single ArcSDE versioning model that is best for every installation. Sidwell technical staff will work with the County in a consultative fashion to help establish a versioning model that is best for the County.

ArcSDE Management Training

ArcSDE is an enterprise solution for managing large, spatially-enabled data sets. On a day-to-day basis, a properly designed ArcSDE implementation will generally run itself. However, as with any enterprise system, situations do occur that require administrative intervention. ArcSDE includes several administrative tools that are used to tune the system for optimal performance; manage specific users, Geodatabases, and processes; and interpret user logs. Sidwell's technical staff will work with the County ArcSDE administrator to familiarize them with these tools.

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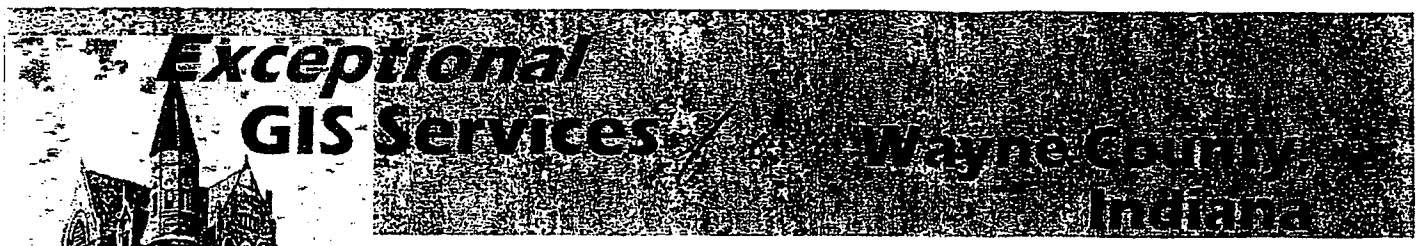

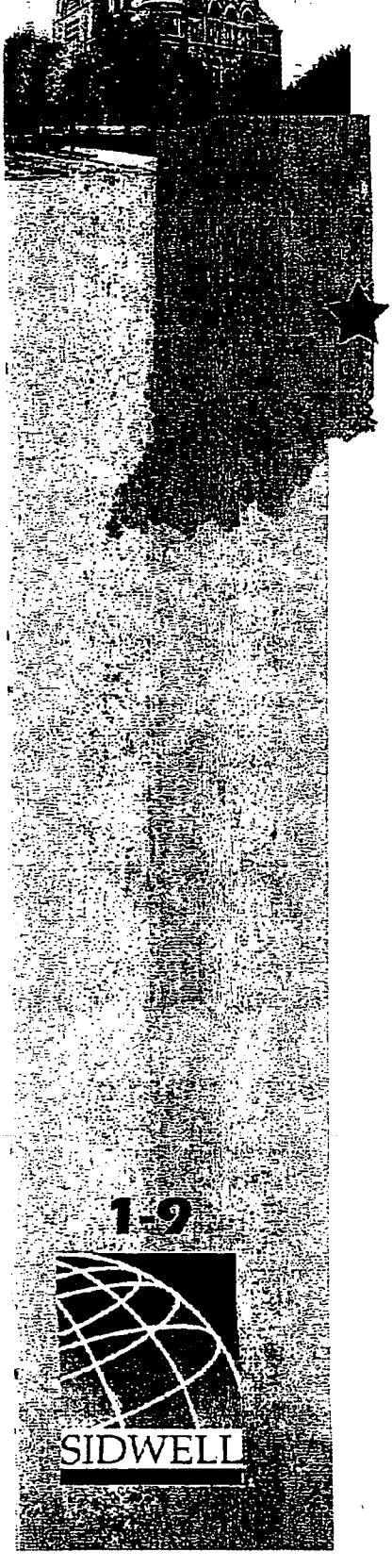

GIS Based Farmland Assessment

The Sidwell Company will develop and implement a Farmland Assessment and Report Management System (FARMS™) for Wayne County. FARMS™ is a proprietary Sidwell software product developed to operate in conjunction with the ArcGIS-based platform. It includes the ability to export data for direct loading into the County's CAMA system. Sidwell will perform countywide soils data conversion and land use classification data conversion, and will also perform soils computations through to assessed valuation for all agricultural tax parcels. The FARMS software will be installed on County computer(s) in the County Assessor's office for continued use and maintenance of the agricultural assessment database.

Convert and Format Existing Soils Data

The county is responsible for providing Sidwell with a copy of the most current Wayne County Soil Survey in digital form for conversion.

Using GIS projection management software, Sidwell will project the digital soil maps to overlay the cadastral database files. Soil lines, soil type identifiers, spot symbols and drainage lines will exist in the final soils database provided they are a part of the original soil survey. The digital soils data will be topologically structured with appropriate attribute linkages. Sidwell will create a polygon geodatabase feature class containing soils polygons for all of Wayne County based on the most current available electronic soils survey for the County. We may need to acquire portions of the soil survey for adjoining counties if the available soil survey does not extend to the edges of the county as depicted in the cadastral geodatabase. This data will be used if it is necessary and available.

It will be necessary for Wayne County to provide a listing of all agricultural tax parcels showing the parcel number and assessed acreage for each parcel. This listing will need to be provided in digital form.

Import, Format, and Scrub Land Use Data

Wayne County will provide land use maps to Sidwell in digital form. This data will be delivered to Sidwell as a DGN CAD file that contains land use boundaries as linestrings. Each enclosed area will contain a single textstring that defines the land use code for the bounded area. The County will validate this file against MGE topology rules to ensure that it is free of endpoints that are in the form of over-shoots or under-shoots.

Sidwell will import this data into an ESRI geodatabase feature class. Polygons will be built and the textstrings will be converted into tabular attributes which will be associated with the bounding polygons. Sidwell will define and apply ESRI topology rules to check for open polygons, polygons without valid attributes, and sliver polygons. Sidwell will create a countywide land use polygon feature class that is formatted for use with our FARMS software product. We will also deliver all land use boundaries as a linear feature class so that the County can choose to maintain the lines (and build polygons from them) or directly maintain the polygon feature class.

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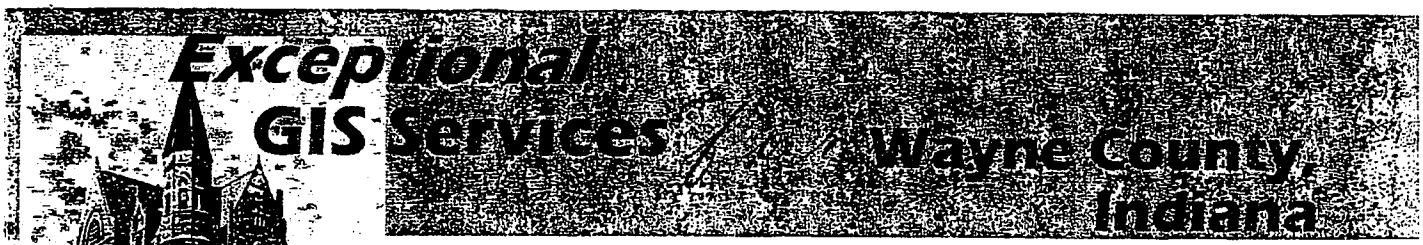

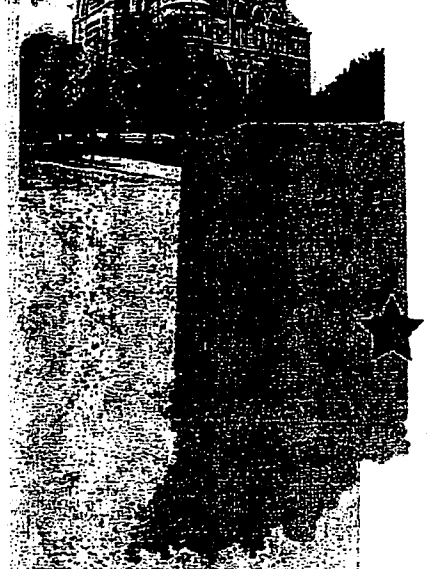

Soils Computation Services

All agricultural parcels, soils and land use polygons will be topologically structured so that these parcels can be analyzed for farmland assessment purposes. The end result is a graphic property ownership data set with spatial relationships.

Polygon overlay processing will be performed to compute acreages for each agricultural tax parcel contained in the cadastral database. The acreage computations will be further described by individual land use type for each agricultural tax parcel. Each individual land use type will be further described by individual soil type for each agricultural tax parcel. The final computations will be contained in the non-graphic database described above. Additionally, once the acreage computations are completed, the resulting database table is then input to a computation program that references soil productivity indexes. They will be compared to the productivity tables and final assessment values will be calculated and recorded.

A final report will be prepared listing each agricultural tax parcel in numerical order by permanent parcel number, summarizing acreage per land use per soil type for that parcel along with extended values based on productivity tables. Sidwell will provide this report in digital form for loading into your tax cycle system.

For computed parcel acreages that fall within the tolerances listed below when compared to the assessed acreage for that parcel (as provided by the County), the parcel and individual soil type results will be proportionally adjusted to match the assessed acreage. For those parcels where the computed acreage exceeds the tolerance limits, the computed acreage will be listed (unadjusted) and a discrepancy note for that parcel will be contained in the report.

Total Acreage Tolerance Limits *
For parcels 1 to 5 acres in size, discrepancies over 10 percent will be reported.
For parcels 5 to 20 acres in size, discrepancies over 8 percent will be reported.
For parcels 20 to 50 acres in size, discrepancies over 6 percent will be reported.
For parcels over 50 acres in size, discrepancies over 4 percent will be reported.
** Please Note: These tolerances can be modified at the County's discretion.*

FARMS software

Our proposal includes one single-user copy of the FARMS™ (Farmland Assessment and Report Management System) polygon on polygon overlay processing module and one single-user copy of the FARMS™ database calculation and reporting module. A description of FARMS is included as an appendix to this contract.

The first year of FARMS software support is included. Thereafter, software support is $900 per year.

FARMS Installation and Training

We will also provide sixteen hours of on-site training on the use of FARMS and project management services. This training will cover the configuration and use of Sidwell's FARMS software. We have budgeted an additional 8 hours to install, configure, and test FARMS. Since FARMS software is integrated with Parcel Builder, we will configure FARMS to share data tables with Parcel Builder-Administrator and access geodatabase feature classes from ArcSDE.

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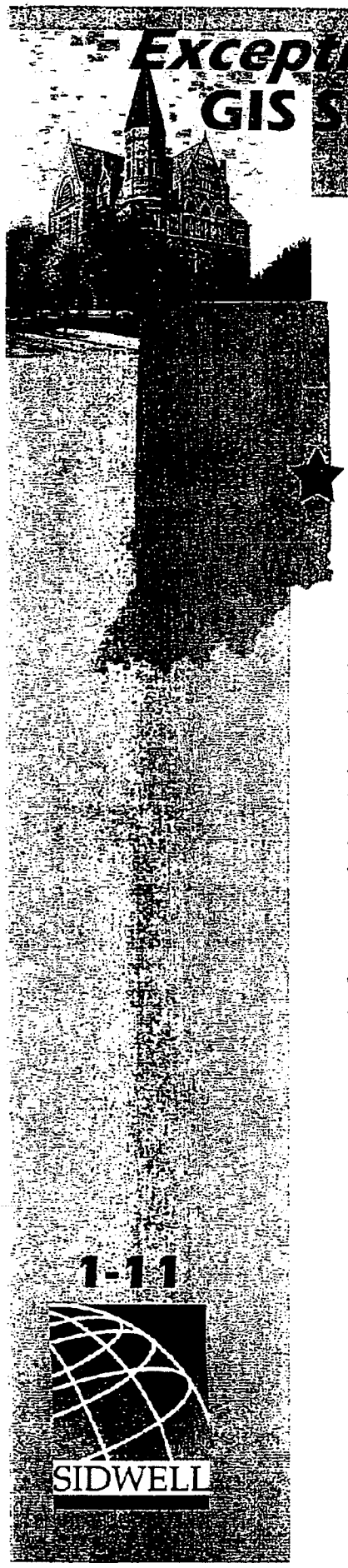


CAD Export Configuration and Training (16 hours)

The ESRI ArcGIS Interoperability Extension will be a key component to the project. Sidwell will be creating automated procedures to export various subsets of the cadastral data to CAD formats. This session will focus on training Wayne County staff how to create their own CAD data export rules and configurations so that Wayne County staff is well positioned to maintain the export configurations designed by Sidwell and to create new ones on an as-needed basis. This session is designed for Wayne County technical administrators.

Project Administration, Deliverables, and Schedules

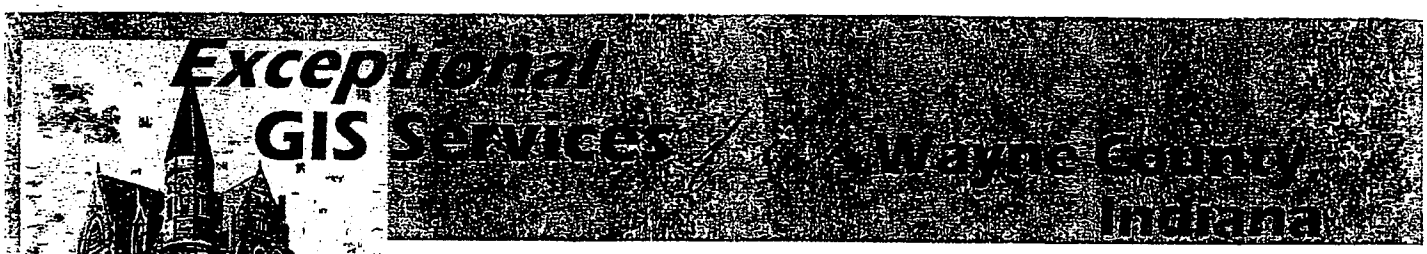
Project Management

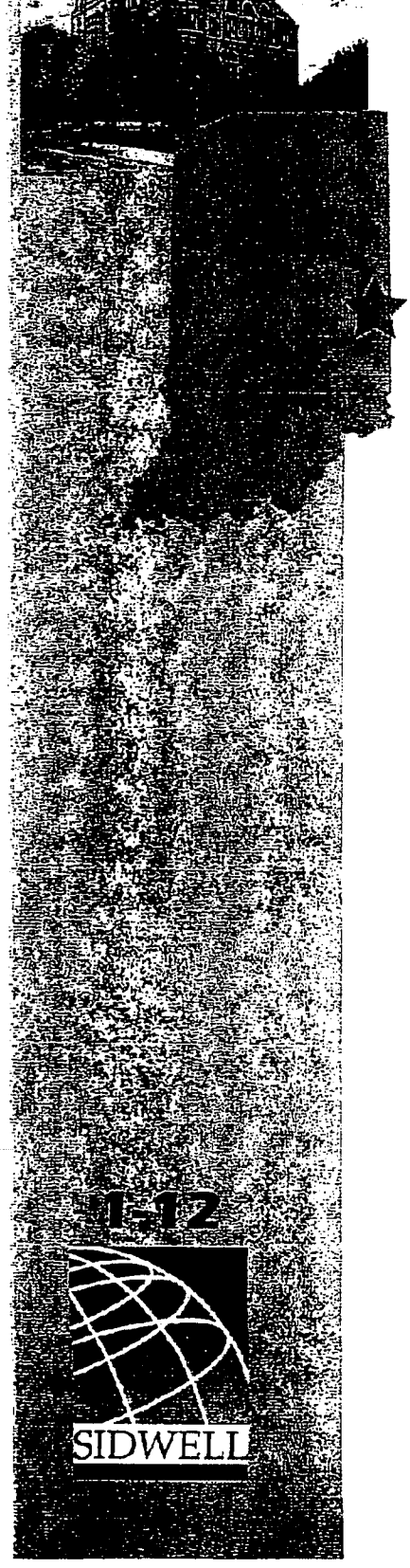
Tracking our activities on this project will be the responsibility of the designated Sidwell Technical Project Manager. This individual will serve as the single point of contact for the County throughout the life of the project. It is the responsibility of our project manager to bring individuals into the project with appropriate talents and backgrounds as needed. We see the Sidwell Technical Project Manager as the "general contractor" for the project.

A big part of project management is communication. We will schedule meetings and conference calls as needed to track our progress throughout the project.

Training Time Distribution

We have allocated specific man-hour allocations to the various training tasks included in this contract. In reality, we are likely to complete some training tasks in fewer hours that have been allocated. Conversely, some training tasks may require more time than is allocated. We treat training time as a bank of time within which time may be moved between tasks at the discretion of the Sidwell and Wayne County project managers.





GIS Project Delivery Items

- GIS parcel data conversion from an MGE format project to a tagged data model Geodatabase format.
- Digital map plotting templates for 1" = 400' scale and 1" = 100' scale maps. Each plot template will include county name, page number, scale reference, plot date, and a disclaimer statement.
- On-site ArcSDE implementation and data loading.
- All cadastral database files on CD-ROM or other suitable electronic media.
- All original source materials used in the creation of the GIS database. These will be returned to the County at the conclusion of all work and services on this project.
- Soils and agricultural land use data will be overlaid with the parcel base. Wayne County will provide the digital soils data and compile the agricultural land use areas.
- Digital report of all agricultural parcels summarizing acreage per land use per soil type along with extended values based on productivity tables. The agricultural parcels report will be set up for printing using the FARMS reporting module.
- Twenty-three and a half (231/2) days of on-site professional services including project implementation and training.

Software

- Two licenses of Sidwell's Parcel Builder Suite (full suite)
- One license of ESRI ArcPublisher
- One license of Sidwell's FARMS software:
  Sidwell's FARMS overlay processing for ArcGIS
  Sidwell's FARMS database calculation and reporting module for ArcGIS
- One license of ESRI Interoperability Extension

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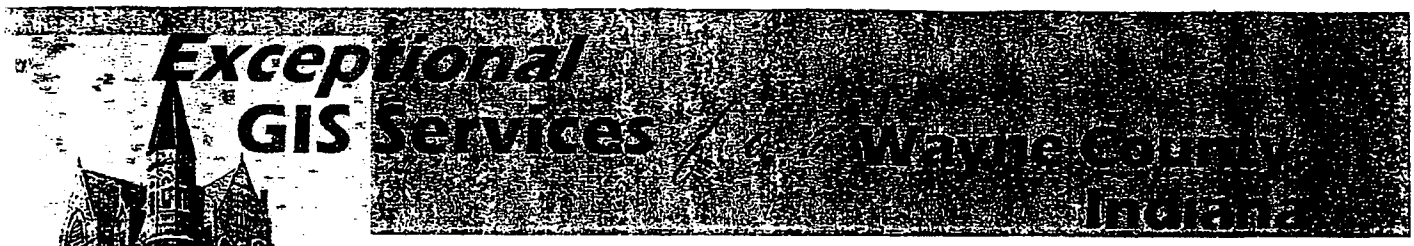

Delivery Schedule

The delivery schedule for this project will be flexible based on a timeline that will be jointly agreed to by the Sidwell and Wayne County project managers. Since many of the tasks included in the project are dependant on the availability of County staff and Sidwell technical personnel, the specific timeline is flexible.

In general terms, we will proceed under the following project benchmarks.

Sidwell will convert the Wayne County cadastral mapping MGE project into an ESRI geodatabase within one (1) calendar month of receiving all required data from the County.

Sidwell will provide the completed FARMS project, including all calculations, within four (4) calendar weeks of the availability of all required data from the County and the cadastral data geodatabase conversion project.

Sidwell will provide ArcSDE administrative training and configuration services within three (3) calendar weeks of availability of the cadastral data geodatabase conversion project.

Sidwell will provide interoperability software, configuration, and training within four (4) calendar weeks of availability of the cadastral data geodatabase conversion project, and other data to be included in the CADD import/export workflows.

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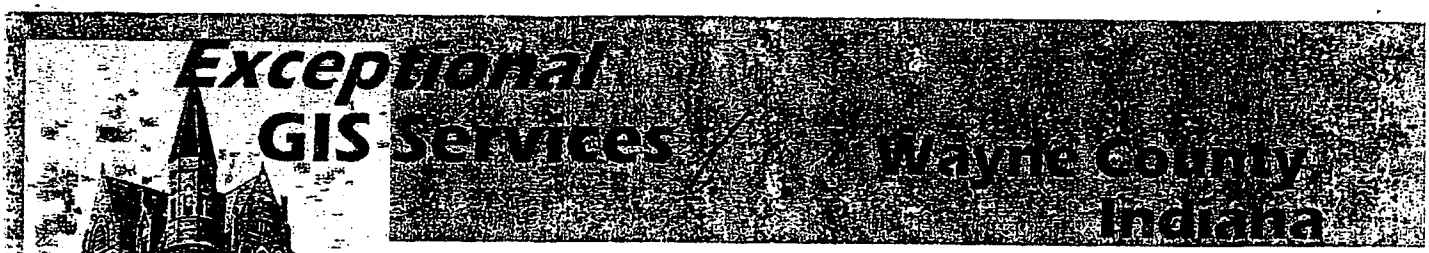

Project Fees

Geodatabase Conversion Project
Convert project into a tagged data model geodatabase
Clean Up linear data - build parcel polys
Clean Up duplicate annotation
Move parcel number control data into Parcel Builder Administrator
Create grid indexes for plotting solution
Technical Services Subtotal **$ 28,895.00**

Software Purchases and Support
Parcel Builder Suite - 2 licenses ($4.990.00)
Parcel Builder software maintenance (annual $2,990.00)
ESRI ArcPublisher – 1 license ($2.150.00)
Software Purchases Subtotal **$ 10,130.00**

Installation and Training (10 days on-site)
Sidwell software & geodatabase installation and configuration
ArcMap 9.0 map editing training
Parcel Builder MapEditor Training
Parcel Builder Administrator Training
Parcel Builder MapPlotter configuration and testing
Parcel Builder MapPlotter training
Follow-up map editing workflow training
Project Management
Installation and Training Subtotal **$ 20,890.00**

Parcel Builder software swap for MGE ***- $ 4,990.00***

Geodatabase Conversion Project Subtotal **$ 54,925.00**

ArcSDE Implementation (6 ½ days on-site)
ArcSDE setup and geodatabase data loading
Raster data loading assistance for color orthos
User security configuration
Version model consulting and implementation
ArcSDE management training
Project Management
ArcSDE Implementation Subtotal **$ 10,885.00**

(FARMS) Farmland Assessment Implementation (3 days on-site)
Convert existing soils data into geodatabase feature classes
Import agricultural land use into geodatabase, create polygons
Purchase FARMS software
FARMS software support
Install, configure, and test FARMS software
Train on the use of FARMS software
Project Management
Recalculate all agricultural parcels under the Arc version of FARMS for current valuations
Farmland Assessment Subtotal **$ 16,760.00**

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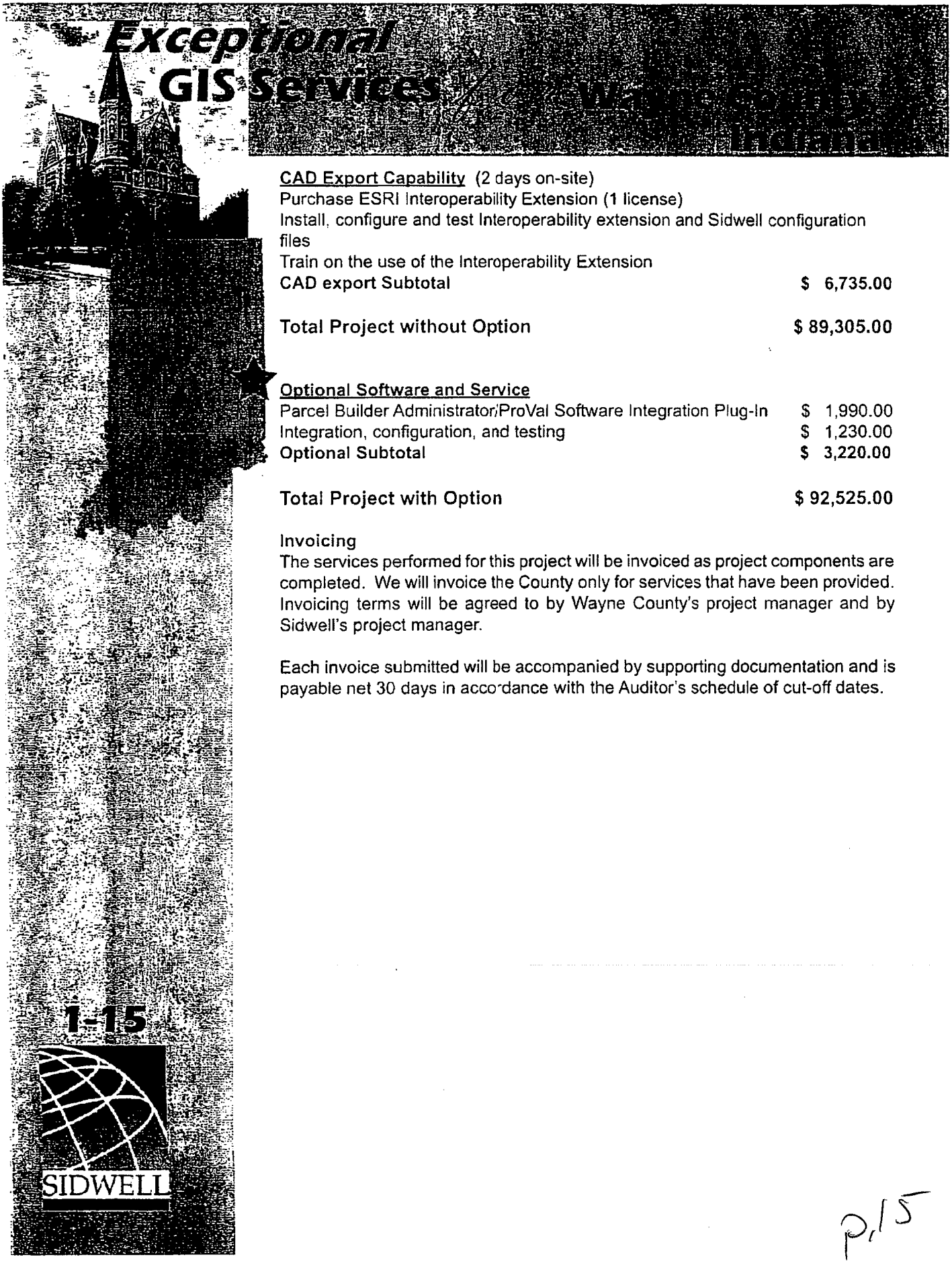


CAD Export Capability (2 days on-site)
Purchase ESRI Interoperability Extension (1 license)
Install, configure and test Interoperability extension and Sidwell configuration files
Train on the use of the Interoperability Extension

CAD export Subtotal	**$ 6,735.00**
Total Project without Option	**$ 89,305.00**

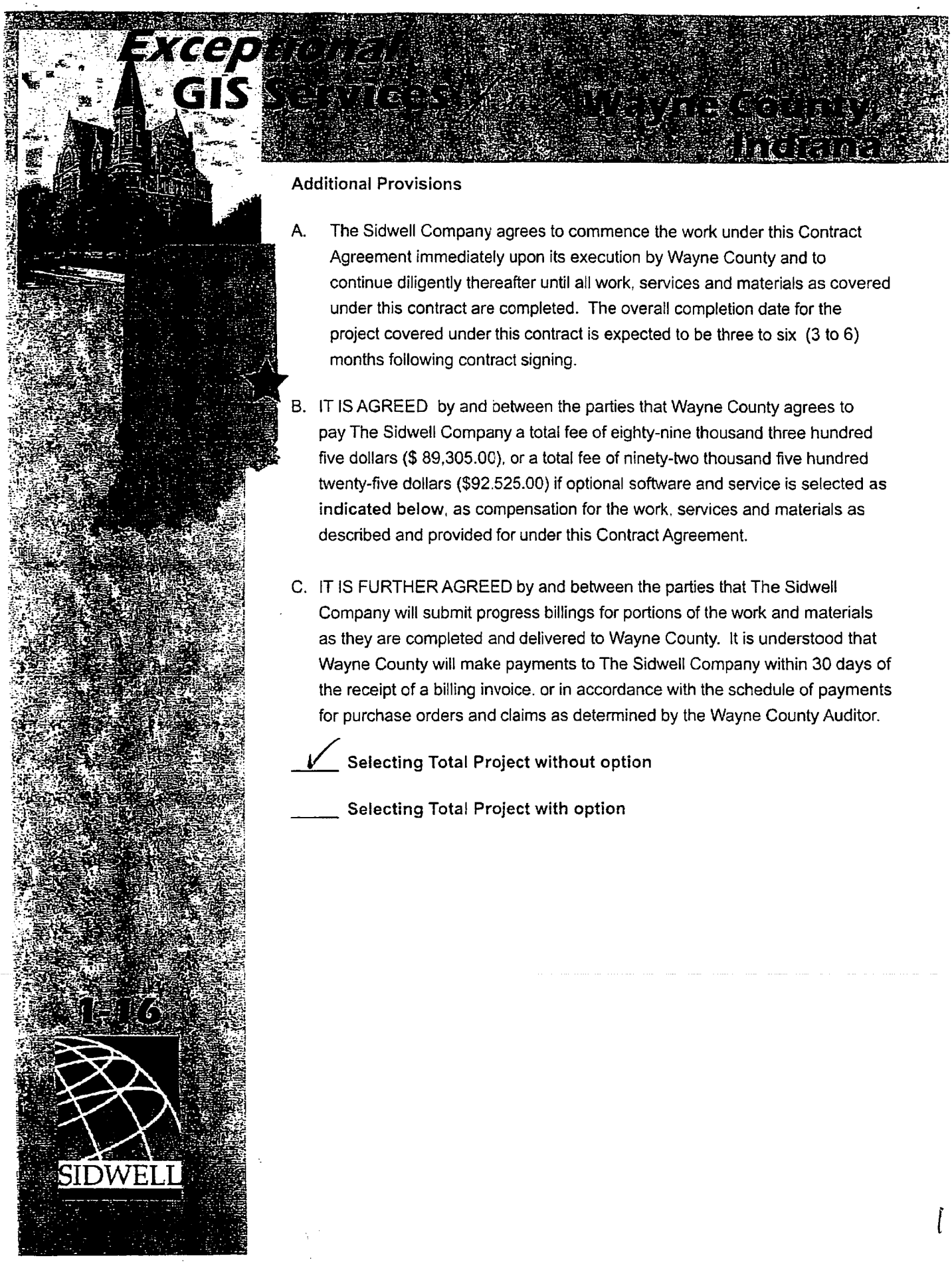
Optional Software and Service

Parcel Builder Administrator/ProVal Software Integration Plug-In	$ 1,990.00
Integration, configuration, and testing	$ 1,230.00
Optional Subtotal	**$ 3,220.00**
Total Project with Option	**$ 92,525.00**

Invoicing

The services performed for this project will be invoiced as project components are completed. We will invoice the County only for services that have been provided. Invoicing terms will be agreed to by Wayne County's project manager and by Sidwell's project manager.

Each invoice submitted will be accompanied by supporting documentation and is payable net 30 days in accordance with the Auditor's schedule of cut-off dates.



Additional Provisions

A. The Sidwell Company agrees to commence the work under this Contract Agreement immediately upon its execution by Wayne County and to continue diligently thereafter until all work, services and materials as covered under this contract are completed. The overall completion date for the project covered under this contract is expected to be three to six (3 to 6) months following contract signing.

B. IT IS AGREED by and between the parties that Wayne County agrees to pay The Sidwell Company a total fee of eighty-nine thousand three hundred five dollars ($ 89,305.00), or a total fee of ninety-two thousand five hundred twenty-five dollars ($92.525.00) if optional software and service is selected as indicated below, as compensation for the work, services and materials as described and provided for under this Contract Agreement.

C. IT IS FURTHER AGREED by and between the parties that The Sidwell Company will submit progress billings for portions of the work and materials as they are completed and delivered to Wayne County. It is understood that Wayne County will make payments to The Sidwell Company within 30 days of the receipt of a billing invoice. or in accordance with the schedule of payments for purchase orders and claims as determined by the Wayne County Auditor.

✓ **Selecting Total Project without option**

____ **Selecting Total Project with option**

THE SIDWELL COMPANY

By _____
Neal Carpenter, President, CEO

NEAL CARPENTER personally appeared and signed before me as an officer and agent of said corporation this

16 day of March, 2006

Notary

_____

OFFICIAL SEAL
MILDRED M. GREDLICS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 12-11-2009

WAYNE COUNTY, INDIANA

By _____
Mary Heyob, Commissioner

By _____
John O. Catey, Commissioner

By _____
Thomas Dickman, Commissioner

Attest:

By _____
Chris Beeson, Auditor

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SIDWELL

ANTIDISCRIMINATION CLAUSE PURSUANT TO INDIANA CODE 5-16-6-1

1. In the hiring of employees for the performing of work under this contract or any subcontract hereunder, no contractor or subcontractor, nor any person acting on behalf of such contractor or subcontractor, shall, by reason of race, religion, color, sex, national origin, or ancestry, discriminate against any citizen of the State of Indiana who is qualified and available to perform the work to which the employment relates.

2. No contractor, subcontractor, nor any person on his behalf shall, in any manner, discriminate against or intimidate any employees hired for the performance of work under this contract on account of race, religion, color, sex, national origin or ancestry.

3. There may be deducted from the amount payable to the contractor by Wayne County, Indiana, under this contract, a penalty of five dollars ($5.00) for each person for each calendar day during which such person was discriminated against or intimidated in violation of the provisions of this contract.

4. This contract may be cancelled or terminated by Wayne County, Indiana and all money due or to become due hereunder may be forfeited, for a second or any subsequent violation of the terms or conditions of this section of the contract.

5. Breach of the terms or conditions of this section of the contract may be regarded as a material breach of the contract.